



GALE A. NORTON
Attorney General

RICHARD A. WESTFALL
Solicitor General

STATE OF COLORADO
DEPARTMENT OF LAW
OFFICE OF THE ATTORNEY GENERAL

STATE SERVICES BUILDING
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Denver, Colorado 80203
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FAX TRANSMISSION

DATE: August 3, 1998

TRANSMIT TO FAX NUMBER: 312-6953

IMMEDIATE DELIVERY TO: Elyana Sutin;
U.S. Environmental Protection Agency

FROM: Annette Quill

NUMBER OF PAGES (INCLUDING COVER): 14

ALPHA: HLWQ-IBAUM

SPECIAL INSTRUCTIONS:

Attached please find copies of all the documents on file at the Colo. Secretary of State's Office for RICO DEVELOPMENT CORPORATION, RICO PROPERTIES, LLP, and RICO RENAISSANCE, LLP.

RICO DEVELOPMENT CORPORATION: Articles of Incorporation; 1992 Biennial Report; 1994 Biennial Report

RICO PROPERTIES, LLP: Articles of Organization; Amendment to Articles of Organization; 1996 Biennial Report

RICO RENAISSANCE, LLP: Articles of Organization

Let me know if you have any questions. Thanks.

IF THERE IS ANY PROBLEM RECEIVING TRANSMISSION,
CALL: (303) 866-4647

AG FILE: DOCUMENT2

ARTICLES OF INCORPORATION

OF

RICO DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

undersigned, having associated ourselves together for the purpose of forming a corporation for profit, under and by virtue of the laws of the State of Colorado do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be Rico Development Corporation.

ARTICLE II

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to the laws of the State of Colorado.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be in Rico, Colorado but this Corporation may establish other offices and engage in business elsewhere



COMPUTER UPDATE COMPLETE

within and without the State of Colorado and hold its meetings at such place or places as the By-Laws may provide.

ARTICLE V

AMOUNT OF AUTHORIZED STOCK

The total authorized capital stock of this Corporation shall consist of 1,000,000 SHARES of common stock of no par value per share. The Board of Directors shall be the sole judges of the consideration to be received for such no par value common stock and of the value of any property, rights, services or other things acquired in exchange for such common stock.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent and the address of the initial Registered Office of the Corporation is: Wayne E. Webster, P.O. Box 70, Paonia, *as per amendment filed*, Colorado 81428.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of 2 persons, who shall serve until their successors are

qualified according to the by-laws, and whose names and addresses are:

Marion D. Sell
7373 N. Scottsdale Rd.
Suite B-160
Scottsdale, AZ 85253

Wayne E. Webster
P.O. Box 70, #5 Pan American Ave.
Paonia, CO 81428

The incorporators are the three (3) persons who have executed these Articles of Incorporation, and their names, residence and post office addresses are as stated immediately below their signatures.

ARTICLE VIII

SURPLUS

Subject to the limitations imposed by law, the Board of Directors of this Corporation may, from time to time, distribute on a pro-rata basis to its shareholders out of the capital surplus of this Corporation, a portion of its assets in cash or property.

ARTICLE IX

PRIVATE PROPERTY EXEMPTION

The private property of the shareholders, directors, and officers of this Corporation shall be forever exempt from the Corporation's debts and obligations.

ARTICLE X

INDEMNIFICATION

The Corporation may indemnify any and all officers and directors or former officers and directors of the Corporation against any expenses incurred by them for any

actions or omissions committed or alleged to have been committed by them while acting within the scope of their employment with the Corporation. Such expenses may include, but shall not be limited to legal fees, judgments, penalties, fines, settlements, and other expenditures arising from court actions. Payment under this Article is contingent upon determination by the Board of Directors that the individual involved acted in good faith and without fraudulent or criminal intent with regard to the matter involved.

ARTICLE XI

REPURCHASE OF SHARES

The Board of Directors of this Corporation may, from time to time, cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

ARTICLE XII

CUMULATIVE VOTING

The Shareholders, for the purpose of the election of directors or for any other lawful purpose shall be permitted to cumulate their shares in any such election.

ARTICLE XIII

PREEMPTIVE RIGHTS

Shareholders shall be given the preemptive right to acquire additional unissued or treasury shares of the _____

Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

IN WITNESS WHEREOF. We, the incorporators, hereunto set our hands and seals this 2nd day of May, 1988.

Marion D. Sell
Marion D. Sell
7373 N. Scottsdale Rd. # 2-160
Scottsdale, AZ 85253

Wayne E. Webster
Wayne E. Webster
P.O. Box 70, #5 Pan American Ave.
Paonia, CO 81428

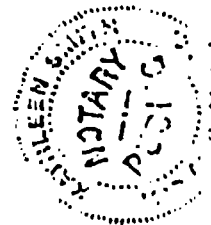
David L. Sell
David L. Sell
7373 N. Scottsdale Rd. # B-160
Scottsdale, AZ 85253

STATE OF ARIZONA)
)ss.
County of Maricopa)

On this 2nd day of May, 1988, before me the undersigned Notary Public, personally appeared Marion D. Sell, and David L. Sell known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

Robert J. Janice
Notary Public

My Commission Expires:
Aug 13, 1991

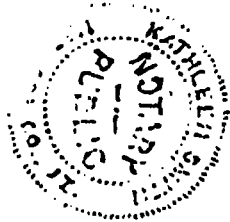


STATE OF ARIZONA)
County of Maricopa) ss.

On this 2nd day of May, 1988, before me the undersigned Notary Public, personally appeared Wayne E. Webster known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.


Notary Public

My Commission Expires:
My Commission Expires Aug 13, 1991



THIS FORM MUST BE TYPED

Address of Principal Place of Business in State or Country of Incorporation

OCT 13 1992



If no changes since last report, check here, sign and return

Street: X BOX 130City: X RICOState: X CO. Zip: X 81332

DO NOT CHANGE INFORMATION PRINTED IN THIS AREA

881041326

MAILING DATE 08/31/92
SUSP AFTER 10/31/92
DP FEE \$50.00REPORT YEAR 1992 STATE/COUNTRY OF INC CO
RICO DEVELOPMENT CORPORATIONRICO DEVELOPMENT CORPORATION
45 SO. GLASCOU AVE.

RICO

CO 81332

FOR OFFICE USE ONLY

RPN:

921099501 \$50.00
SOS 10-15-92 07:46

Type of Business Affairs Conducted in Colorado

Non Profit Corporations and Limited Liability Companies Do Not Complete Stock Information

Stock Class	Authorized Shares	Per Value	Issued Shares
<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>
<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>

OFFICERS - List any additional officers or officers that have different titles than those listed below on a separate 8 1/2 x 11 sheet of paper.

PRESIDENT

Last Name

X M. W. BatesFirst & Middle Name X Wayne T.

Street

X BOX 130

City

X RICOState X CO.Zip X 81332

VICE-PRES

Last Name

XFirst & Middle Name X

Street

X

City

XState XZip X

SECRETARY

Last Name

X S. F. L.First & Middle Name X VIRGINIA

Street

X DEL CAPITAN

City

X SLATSDALEState X ARIZONAZip X 85258

TREASURER

Last Name

XFirst & Middle Name X

Street

X

City

XState XZip X

DIRECTORS AND LIMITED LIABILITY COMPANY MANAGERS

List any additional directors or managers on a separate 8 1/2 x 11 sheet of paper (complete even if names and addresses are the same as officers).

Last Name XFirst & Middle Name XStreet XCity XState XZip XLast Name XFirst & Middle Name XStreet XCity XState XZip XLast Name XFirst & Middle Name XStreet XCity XState XZip X

Colorado law requires the Corporate Report to be signed by ONLY the Corporation's President, a Vice-President, Secretary (or assistant) or Treasurer. For a FOREIGN corporation without such officers, an authorized agent may sign.

Under penalties prescribed in Title 7, C.R.S. I declare that this report has been prepared to the best of my knowledge and belief, is true, correct and complete.

Date 10-7-92

Signature

Wayne T. BatesTitle PRESIDENT

President, Vice-President, Secretary (or Assistant) or Treasurer (Manager)

PLEASE READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING



0

SEE
FOR BEFORE
DATE DUE 10/1/94
REPORT YEAR 1994

STATE OF COLORADO
BIENNIAL REPORT OF
A CORPORATION OR LIMITED LIABILITY COMPANY

007

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

FILING DATE 06/01/94

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP
901041120 OF STATE/COUNTRY OF INC CO
NICO DEVELOPMENT CORPORATION
NICO DEVELOPMENT CORPORATION
40 S. OLIVE ST. 4TH FL.
DENVER, CO 80202

FOR OFFICE USE ONLY

941101373 \$50.00
SOS 09-09-94 09:10

FIRST REPORT OR CORRECTIONS IN THIS COLUMN

Return completed reports to:
Department of State
Corporate Report Section
1560 Broadway, Suite 200
Denver, CO 80202

TYPE NEW AGENT NAME

SIGNATURE OF NEW REGISTERED AGENT

MUST HAVE A STREET ADDRESS

CITY

STATE
CO

ZIP

OFFICERS NAME AND ADDRESS

TITLE

PR

WEBSTER, WAYNE E
45 S OLIVE ST. 4TH FL.

NICO CO. 1120

SELL, VIRGINIA A
3127 E DEL CAPITAN DR
SCOTTSDALE AZ 85251

ST

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS

(If you have less than 3 shareholders, you may list less than 3 directors)

WEBSTER, WAYNE E
45 S OLIVE ST. 4TH FL.

NICO CO. 1120

SELL, VIRGINIA A
3127 E DEL CAPITAN DR
SCOTTSDALE AZ 85251

Address of Principal Place of Business in State or Country of Incorporation

Street

City

State

Zip

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY

TITLE

DATE

19 94

NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT!!! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX, SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

SEE INSTRUCTIONS ON BACK

Colorado Secretary of State
Corporation Office

FOR OFFICE USE ONLY

Total Fees: \$50.00
Submit original and
one copy
Must be Typewritten

33-23-94
94-1334332

12-77
4:00 P.

ARTICLES OF ORGANIZATION

I/We the undersigned natural person(s) of the age of eighteen years or more, acting as organizer(s) of a limited liability company under the Colorado Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

FIRST: The name of the limited liability company is Rico Properties Limited Liability Company

SECOND: The period of duration is 27 1/2 years. (Not to exceed 30)

THIRD: The limited liability company is organized for Any Legal and Lawful Purpose Pursuant to the Colorado Limited Liability Company Act. A more specific purpose may be stated: _____

FOURTH: The street address of the initial registered office of the limited liability company is

One Hinkley Drive, Rico, Colorado 81335

and the mailing address (if different from above) of the initial registered office of the limited liability company is

P.O. Box 220, Rico, Colorado 81335

and the name of its proposed registered agent in Colorado at that address is Richard M. Theille

FIFTH: The names and business addresses of the initial manager or managers are:

NAME

ADDRESS (include zip code)

Richard M. Theille

213 W. Colorado Ave., Telluride, Co. 81435

SIXTH: The name and address of each organizer is:

NAME

ADDRESS (include zip code)

Richard M. Theille

213 W. Colorado Ave., Telluride, Co. 81435

Signed

Richard M. Theille

Signed

Signed

COMPUTER UPDATE COMPLETE

83/AMLO
(Revised 3/93)
Fee: \$25.00
Submit in duplicate
Must be typewritten

Colorado Secretary of State
Corporations Office

AMENDMENT TO ARTICLES OF ORGANIZATION 1078371
FOR A COLORADO LIMITED LIABILITY COMPANY 04-01-94 15:05

11941034332

Pursuant to the provisions of the Colorado Limited Liability Company Act,
the Articles of Organization shall be amended as set forth herein.

RICO PROPERTIES LIMITED LIABILITY COMPANY

Exact name of limited liability company MCQS

One Binkley Drive P.O. Box 220

Address

RICO Colorado 81335
City State Zip

a. There is a change in the name of the limited liability company to:
N/A

b. There is a change in the dissolution date of the limited liability
company to: N/A (Not to exceed 30 years from date of
organization)

c. There is a false or erroneous statement or the members desire to
change any other statement in the articles of organization. Describe below:

Notwithstanding the dissolution of Rico Properties Limited Liability Company, because of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the company, subject to the provisions of the Colorado Limited Liability Company Act as currently in effect, if there are at least two remaining members, the remaining members have the right to continue the business of the Company. Such right can be exercised only by the affirmative unanimous vote of the remaining members, within 90 days after the occurrence of an event to cause such dissolution, to continue the business of the Company. If not so exercised, the right of the members to continue the business of the Company shall expire and the Company's affairs shall be wound up as provided in Article 8 of the Operating Agreement for Rico Properties Limited Liability Company.

R.M. Thiele
Manager

(5)

COMPUTER 1078371



FEE \$ 50.00 100
 ON OR BEFORE 08/31/96 12/31
 DATE DUE
 REPORT YEAR 1996

STATE OF COLORADO
 BIENNIAL REPORT OF
 A CORPORATION OR LIMITED LIABILITY COMPANY

007

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
 SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

MAILING DATE 06/30/96

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP
 941034332 LL STATE/COUNTRY OF INC CO

THEILE RICHARD M
 RICO PROPERTIES LIMITED LIABILITY CO
 MPANY

213 W COLORADO AVE
 TELLURIDE CO 81435

FOR OFFICE USE ONLY

961167892 C \$100.00
 SECRETARY OF STATE
 12-26-96 07:51

FIRST REPORT OR CORRECTIONS IN THIS COLUMN

Return completed reports to:
 Department of State
 Corporate Report Section
 1580 Broadway, Suite 200
 Denver, CO 80202

TYPE NEW AGENT NAME
STANLEY A. FOSTER

SIGNATURE OF NEW REGISTERED AGENT

MUST HAVE A STREET ADDRESS
11 SOUTH GLASGOW AVENUE

CITY RICO STATE CO ZIP 81332

OFFICERS NAME AND ADDRESS

TITLE

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS

THEILE RICHARD M
 213 W COLORADO AVE
 TELLURIDE CO 81435

(If changed from last 3 elections, list all names and last 3 elections)

STANLEY A. FOSTER
11 SOUTH GLASGOW AVENUE
P.O. BOX 220
RICO, COLORADO 81332

Address of Principal Place of Business

Street **11 SOUTH GLASGOW AVENUE**

City **RICO**

State **CO**Zip **81332**

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY

Stanley A. Foster
 Authorized Agent

TITLE

DATE 4 NOV. 1996

NOTE TO NEW FIRST REPORT: IF THIS IS YOUR FIRST REPORT!!! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX. SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT HAND CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

SEE INSTRUCTIONS ON BACK

51900000

COLORADO SECRETARY OF STATE
CORPORATION OFFICE

ARTICLES OF ORGANIZATION

941121287 \$50.00
SOS 10-28-94 16:55

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Colorado Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

- FIRST: The name of the limited liability company is Rico Renaissance Limited Liability Company.
- SECOND: The period of duration is 31 years, 2 months.
- THIRD: The limited liability company is organized for any legal and lawful purpose pursuant to the Colorado Limited Liability Company Act.
- FOURTH: The street address of the initial registered office of the limited liability company is: 213 West Colorado Ave., Telluride, CO 81435, and the mailing address of the initial registered office of the limited liability company is P.O. Box 725, Telluride, CO 81435, and the name of the proposed registered agent in Colorado at that address is Richard M. Theile.
- FIFTH: The names and business addresses of the initial managers are:
Richard M. Theile 213 W. Colorado Ave., Telluride, CO 81435
M. Jack Duksin 747 W. Pacific Ave., Telluride, CO 81435
Bill Baird P.O. Box 1260, Telluride, CO 81435
Curtis Swanky 11811 N. Tatum Blvd., Suite 4050, Phoenix, AZ 85028
Michael Hines 400 Colony Sq., Suite 525, Atlanta, GA 30361
- SIXTH: The name and address of the organizer is
M. Jack Duksin 747 W. Pacific Ave.
P.O. Box 1204
Telluride, CO 81435
- SEVENTH: Notwithstanding the dissolution of Rico Renaissance Limited Liability Company, because of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the company, subject to the provisions of the Colorado Limited Liability Company Act as currently in effect, if there are at least two remaining members, the remaining members have the right to continue the business of the Company. Such right can be exercised only by the affirmative unanimous vote of the remaining
- EIGHTH: (Management is vested in the managers)

COMPUTER UPDATE COMPLETE
RPM



Aug 3 1998 14:57 P.13

860 NAT. RES. SECTION Fax:3038663558

members, within 90 days after the occurrence of an event to cause such dissolution, to continue the business of the Company. If not so exercised, the right of the members to continue the business of the Company shall expire and the Company's affairs shall be wound up as provided in Article 8 of the Operating Agreement for Rico Renaissance Limited Liability Company.

Signed M. Jack Buksin 10/27/94
M. Jack Buksin, Manager

- 2 -